

RECORDATION NO.

18633-6

FILED

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A LESTER

February 21, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Release, dated as of February 21, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease Agreement and Assignment of Lease previously filed with the Commission and the Board under Recordation Numbers 18633 and 18633-F.

The names and addresses of the parties to the enclosed document are:

Lessor:

RBS Asset Finance, Inc
480 Jefferson Boulevard
Warwick, RI 02886

Chief
Section of Administration
February 21, 2012
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A description of the railroad equipment covered by the enclosed document is:

2 GM model SD40M-2 locomotives RELEASED: HLCX 9042 and HLCX 9044.


A short summary of the document to appear in the index is:

Partial Release.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Edward M. Luria', with a stylized, flowing script.

Edward M. Luria

EML/sem
Enclosures

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PARTIAL RELEASE**SURFACE TRANSPORTATION BOARD**

This Partial Release (this "Partial Release") is dated as of the 21st day of February, 2012 by RBS Asset Finance, Inc., a New York corporation ("RBSAF"), having an address of 480 Jefferson Boulevard, RJE-150, Warwick, RI 02886.

Witnesseth That:

WHEREAS, MotivePower Industries, Inc. (f/k/a MK Rail Corporation), as successor by assignment to Morrison Knudsen Corporation (the "Lessee") and Wilmington Trust Company, as Owner Trustee under PBG Equipment Trust Agreement (as successor by assignment to Pitney Bowes Credit Corporation) (the "Original Lessor"), are parties to that certain Master Equipment Lease Agreement dated as of December 10, 1993 (the "Master Lease");

WHEREAS, pursuant to the Master Lease, the Original Lessor and the Lessee entered into that certain Lease Schedule No. 801 dated as of December 10, 1993 (together with any and all riders, addenda and exhibits attached thereto, and as amended, the "Schedule"), which Schedule incorporates by reference the terms and provisions of the Master Lease, but otherwise constitutes a separate agreement of lease (such Schedule as so incorporating by reference the terms and provisions of the Master Lease is referred to herein as, the "Lease"), and which Lease is evidenced by a Memorandum of Lease Agreement recorded with the Surface Transportation Board (previously known as the Interstate Commerce Commission), on December 30, 1993, and assigned Recordation Number 18633;

WHEREAS, pursuant to certain assignment agreements between the Original Lessor and RBSAF, the Original Lessor assigned to RBSAF all of the right, title and interest of the Original Lessor in and to the Lease and the Equipment, and which assignment is evidenced by that certain Memorandum of Assignment of Lease dated as of August 3, 2007, and recorded with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 on April 23, 2008, at 3:40 P.M., and assigned Recordation Number 18633-F; and

WHEREAS, pursuant to the Lease, RBSAF (as successor-in-interest to the Original Lessor) has leased to Lessee certain railroad equipment more particularly identified in the Lease (the "Equipment"), including those items of Equipment bearing the Road Marks set forth on the Schedule A attached hereto and made a part hereof (the "Released Equipment"), which Released Equipment represents a portion of the Equipment subject to the Lease; and

WHEREAS, RBSAF desires to release the Released Equipment from the Lease, upon the terms and conditions set forth herein.

NOW THEREFORE, RBSAF hereby executes this Partial Release in order to acknowledge and confirm the following:


1. RBSAF hereby releases the Released Equipment from the Lease (excluding those liabilities, indemnities and obligations of the Lessee which expressly survive the termination of the Lease).

2. Notwithstanding anything contained in this Partial Release to the contrary, this Partial Release (a) shall have no effect with respect to, and shall not otherwise cancel or terminate the Master Lease, the Schedule or any other schedule entered into pursuant to the Master Lease, and (b) shall not result in the release of any Equipment from the Lease other than the Released Equipment.

IN WITNESS WHEREOF, RBSAF wishes to show for public record the release of the Released Equipment from the Lease, and accordingly has caused this Partial Release to be executed by their officers thereunto duly authorized, as of the date first above written.


RBSAF:

**RBS Asset Finance, Inc.,
a New York corporation**

By: 
Name: John Rogers
Title: SVP Counsel

**STATE OF RHODE ISLAND
COUNTY OF KENT**

In Kent, on the 21st day of February, 2012, before me personally appeared John Rogers, a Senior Vice President and Counsel of RBS Asset Finance, Inc., to me known and known by me to be the person executing the foregoing instrument on behalf of said corporation, and he/she acknowledged said instrument by him/her executed to be his/her free act and deed and the free act and deed of said corporation.


Notary Public
My commission expires: 1/13/2014
[Notarial Seal]

**Schedule A to Termination
of Lease Schedule No. 801**

Schedule A

Description of Equipment

two (2) remanufactured General Motors model SD40M-2 locomotives with dynamic brakes, traction motor cutouts, 3,600 gallon fuel tanks, 18KW auxiliary generators and D78 traction motors and bearing Road Marks HLCX 9042 and 9044.

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated. 2/21/12

Edward M. Luria
Edward M. Luria